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May 4, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

~~23566~~ 23566-C

OCT 26 '01 11:46 AM

TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 30, 2001, Schedule 4, between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **TFM, S.A. de C.V.**
Periferico Sur No. 4928, Col. Parques del Pedregal, Delegacion Tlalpan,
Mexico D.F., 14010

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TFM, S.A. de C.V.**, covering 50 coal hoppers with reporting marks and numbers – CEFX 17277– CEFX 17523, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23566 dated 7/23/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey

Sherry Lewey
Research/Development Coordinator



LEXIS Document Services
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LEXIS Document Services Headquarters: 801 Adlai Stevenson Drive • Springfield, IL 62703-4261

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30 day of August, 2001, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TFM, S.A. de C.V., a Mexican corporation, with an address at Periférico Sur No. 4928, Col. Parques del Pedregal, Delegación Tlalpan, Mexico D.F., 14010 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 2, 2001, covering certain equipment describes therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 23, 2001 and given Recordation Number 23566.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

~~RECORDED~~ 23566-C ~~FILED~~

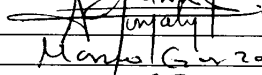
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SURFACE TRANSPORTATION BOARD

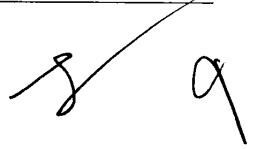
We certify that we hold the title set forth below, that this instrument was signed on behalf of the Lessee by its legal representatives and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

TFM, S.A. DE C.V.

By: _____
Name: _____
Title: _____

By: 
Name: Manuel Gonzalez
Title: CFO





Schedule A

Quantity
50

Description
4750 cubic foot capacity covered
hopper cars with gravity gates and
trough hatches

Car Marks and Numbers
Listed below

1	CEFX	17277
2	CEFX	17278
3	CEFX	17290
4	CEFX	17318
5	CEFX	17328
6	CEFX	17329
7	CEFX	17332
8	CEFX	17336
9	CEFX	17339
10	CEFX	17341
11	CEFX	17342
12	CEFX	17344
13	CEFX	17345
14	CEFX	17350
15	CEFX	17352
16	CEFX	17353
17	CEFX	17358
18	CEFX	17364
19	CEFX	17367
20	CEFX	17371
21	CEFX	17379
22	CEFX	17387
23	CEFX	17398
24	CEFX	17410
25	CEFX	17421

26	CEFX	17422
27	CEFX	17424
28	CEFX	17430
29	CEFX	17437
30	CEFX	17444
31	CEFX	17470
32	CEFX	17471
33	CEFX	17472
34	CEFX	17474
35	CEFX	17475
36	CEFX	17477
37	CEFX	17483
38	CEFX	17486
39	CEFX	17487
40	CEFX	17488
41	CEFX	17490
42	CEFX	17492
43	CEFX	17495
44	CEFX	17497
45	CEFX	17507
46	CEFX	17508
47	CEFX	17513
48	CEFX	17514
49	CEFX	17519
50	CEFX	17523